

STATE OF ILLINOIS     )  
                              )  
COUNTY OF LAKE        )

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RECORDATION NO. *6168-J* Filed & Recorded

OCT 28 1975-9 45 AM

C E R T I F I C A T E

INTERSTATE COMMERCE COMMISSION

The undersigned, Arthur B. Hillman, III, a Notary Public in and for said County, states that he compared the attached copy of the Sixth Supplemental Equipment Trust Agreement dated the 10th day of October, 1975, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and notarial seal this 22nd day of October, 1975.

  
Notary Public

(My Commission expires: April 2, 1978)

THIS SIXTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 10, 1975, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and BANKERS TRUST COMPANY, a New York corporation, Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company, has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of May 1, 1971 (the "Trust Agreement"), providing for an issue of its 8.45% Equipment Trust Certificates due May 1, 1991 (the "Trust Certificates"), in aggregate principal amount of \$25,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

## ARTICLE TWO

### Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

## ARTICLE THREE

### Concerning the Trustee

The Trustee accepts the provisions of this Sixth Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Sixth Supplemental Equipment Trust Agreement.

## ARTICLE FOUR


### Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Sixth Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Sixth Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By   
Vice President

Attest:

  
Assistant Secretary

BANKERS TRUST COMPANY

By  ROMANO I. PELUSO  
ASSISTANT Vice President

Attest:

 CARL H. NASIB  
Assistant Secretary

STATE OF ILLINOIS     )  
                              )  
COUNTY OF LAKE        )     SS

On the 10th day of October, 1975, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 90 Half Day Road, Lincolnshire, Ill.; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Arthur B. Hellman  
Notary Public

STATE OF NEW YORK     )  
                              )  
COUNTY OF New York     )     SS

On the 17<sup>th</sup> day of October, 1975, before me personally came ROMANO I. PELUSO, to me known, who, being by me duly sworn, did depose and say that he resides at 38 EAST 85th STREET; that he is an <sup>Assistant</sup> Vice President of BANKERS TRUST COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Harriet A. Drandoff  
Notary Public

HARRIET A. DRANDOFF  
Notary Public, State of New York  
No. 24-9820916  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1976

# SCHEDULE A

## DESCRIPTION OF TRUST EQUIPMENT

Quantity	A.A.R. Mechanical Designation Code	Capacity in Gallons	Road Numbers
1	TP	26700	30047
1	TP	26700	30049
1	TP	26700	30062
1	TP	26700	30063
1	TP	26700	30064
1	TP	26700	30065
1	TP	26700	30067
1	TP	26000	37383
1	TP	26000	37385
1	TP	26000	37386
1	TP	26000	37388
1	TP	26000	37389
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All Trust Equipment is lettered UTLX except where otherwise indicated.

# SCHEDULE B

## DESCRIPTION OF TRUST EQUIPMENT

Quantity	A.A.R. Mechanical Designation Code	Capacity in Gallons	Road Numbers
1	Gondola	100 Ton	100008
1	Gondola	100 Ton	100019
1	Gondola	100 Ton	100025
1	Gondola	100 Ton	100030
1	Gondola	100 Ton	100039
1	Gondola	100 Ton	100056
1	Gondola	100 Ton	100089
1	Gondola	100 Ton	100097
1	Gondola	100 Ton	100101
1	Gondola	100 Ton	100115
1	Gondola	100 Ton	100118
1	Gondola	100 Ton	100125
1	Gondola	100 Ton	100150
1	Gondola	100 Ton	100203
1	Gondola	100 Ton	100210
1	Gondola	100 Ton	100213
1	Gondola	100 Ton	100217
1	Gondola	100 Ton	100225
1	Gondola	100 Ton	100228
1	Gondola	100 Ton	100236
1	Gondola	100 Ton	100241
1	Gondola	100 Ton	100244
1	Gondola	100 Ton	100260
1	TM	20,000	47922
1	TM	23,000	48181
1	TM	20,000	48305
1	TMI	23,500	75014
1	TMI	23,500	75049
1	TMI	23,500	75059
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All Trust Equipment is lettered UTLX except for the Gondolas which are lettered UNPX.